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**December 17, 2017**

**VIA CM/ECF FILING**

The Honorable John E. Jones, III  
Chief Magistrate Judge  
United States District Court for the Middle District of Pennsylvania  
228 Walnut Street  
Harrisburg, Pennsylvania 17108

**Re: *Philip R. Shawe v. Potter Anderson & Corroon LLP and Kevin R. Shannon;***  
**D. Del., Case No. 1:17-cv-01348-JEJ**

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Dear Judge Jones:

I write, on behalf of Philip R. Shawe, to update the Court with respect to the Chancery Court action referenced in the papers and which now affects the matter pending before the Court. As highlighted in Mr. Shawe's brief in opposition to Defendants' motion for sanctions under Rule 11 [D.I. 13], Mr. Shawe prevailed in the auction and has entered into a Securities Purchase Agreement ("SPA") with the Custodian to purchase Ms. Elting's shares in TransPerfect Global, Inc. Thereafter, the Custodian informed the Chancery Court of the agreement, made an announcement to employees which touted the sale as "consistent with the goals set forth in the Chancery Court's Order to maximize shareholder value and maintain the business as a going concern," (attached hereto as Exhibit A) and has now made a formal motion under seal to recommend the agreement. The SPA is confidential and, for that reason, has not been attached. However, as part of the agreement with the Custodian, as memorialized in the SPA, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Based on the contingent nature of the SPA while the Chancery Court considers approval of the sale, I respectfully suggest that the Court maintain the status quo of this litigation and conserve judicial resources by holding its consideration on the pending motions in this action in abeyance. Chancellor Bouchard has granted stays of other related Chancery Court actions and three federal courts, including the Third Circuit and the District of Delaware, have followed suit. The orders staying those proceedings are attached collectively hereto at Exhibit B. Mr. Shawe

agrees to toll all deadlines in the matter pending before the Court to preserve the status quo and to avoid any prejudice to the parties if the SPA is not approved or if settlement talks are not productive.

Prior to filing this letter, I requested that counsel for defendants provide defendants' position on my intention to inform the Court about the above facts and suggest that the Court remain the status quo. Defendants' counsel replied, "defendants do not agree to [my] proposal and will respond to any correspondence that [I] submit to the Court."

I am available at the convenience of the Court to answer any questions regarding this matter.

Respectfully,

*/s/Christopher M. Coggins*

Christopher M. Coggins (No. 4785)

CMC/cmc

cc: Clerk of the Court (via CM/ECF filing)

Jennifer Gimler Brady, Esquire (via CM/ECF filing)